

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VYAIRE MEDICAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11217 (BLS)

(Jointly Administered)

Re: Docket No. 239

**CERTIFICATION OF COUNSEL REGARDING
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF COLE SCHOTZ P.C. AS DELAWARE
CO-COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

The undersigned proposed counsel to Vyair Medical, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby certifies as follows:

1. On July 9, 2024, the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Cole Schotz P.C. as Delaware Co-Counsel for the Debtors Effective as of the Petition Date* [Docket No. 239] (the “Application”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit A was a proposed form of order granting the relief requested in the Application (the “Proposed Order”).

2. Pursuant to the *Notice of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Cole Schotz P.C. as Delaware Co-Counsel for the Debtors Effective as of the Petition Date*, objections or responses to the Application and entry of the

¹ The last four digits of Debtor Vyair Medical, Inc.'s federal tax identification number are 6495. A complete list of each of the Debtors in these chapter 11 cases and each such Debtor's federal tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Vyair>. The location of Debtor Vyair Medical, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 26125 North Riverwoods Boulevard, Mettawa, Illinois, USA 60045.

Proposed Order were to be filed and served on the undersigned proposed counsel by July 23, 2024, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”).

3. Prior to the Objection Deadline, the Debtors received informal comments to the Application and Proposed Order from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).

4. As requested by the U.S. Trustee, Cole Schotz states that paragraph 11(k) of the Application is clarified as follows:

Cole Schotz is employed by the Debtors to: perform all other services assigned by the Debtors, in consultation with Kirkland, to Cole Schotz as co-counsel to the Debtors, and to the extent Cole Schotz determines that such services fall outside of the scope of services historically or generally performed by the firm as co-counsel in a bankruptcy proceeding, Cole Schotz will file a supplemental declaration pursuant to Bankruptcy Rule 2014 and give parties in interest an opportunity to object.

5. The Debtors have not received any objections or other informal comments to the Application and Proposed Order.

6. The Debtors revised the Proposed Order to address the informal comments received from the U.S. Trustee and the parties agreed to a revised Proposed Order, a copy of which is attached hereto as **Exhibit 1** (the “Revised Proposed Order”).

7. A blackline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit 2**.

8. The Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

[Remainder of Page Intentionally Left Blank]

Dated: July 25, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

Patrick J. Reilley, Esq. (No. 4451)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: preilley@coleschotz.com

- and -

Michael D. Sirota, Esq. (admitted *pro hac vice*)
Warren A. Usatine, Esq. (admitted *pro hac vice*)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
Telephone: (201) 489-3000
Facsimile: (201) 489-1536
Email: msirota@coleschotz.com
wusatine@coleschotz.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Ave
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

- and -

Spencer A. Winters, P.C. (admitted *pro hac vice*)
Yusuf U. Salloum (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
yusuf.salloum@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*